

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF TEXAS
WACO DIVISION

Topia Technology, Inc.,

Plaintiff,

v.

Box, Inc., SailPoint Technologies
Holdings, Inc. and Vistra Corp.,

Defendants.

Civil Action No. 6:21-CV-01372

**DECLARATION OF DENIS ROY IN
SUPPORT OF BOX, INC.'S MOTION TO
TRANSFER VENUE**

I, Denis Roy, declare:

1. I am the Vice President, Brand and Communications at Box, Inc. ("Box"). I have been employed at Box since March 19, 2012. I have personal knowledge of the facts set forth in this declaration. If called as a witness to testify, I could and would testify competently to those facts. I provide this declaration in support of Box's Motion to Transfer Venue.

2. Founded in 2005, Box offers "cloud-based" storage and content management products and services.

3. From 2006 until the present, Box's headquarters have been located in the San Francisco Bay Area, which I understand is in the Northern District of California. From 2006 until 2012, Box was headquartered in Palo Alto, California. From 2012 to 2015, Box's headquarters and principal place of business was at 40 El Camino Real, Los Altos, California 94022. In November 2015, Box relocated its headquarters to its current location in Redwood City at 900 Jefferson Avenue, Redwood City, California 94063.

4. Box's management, research and development, and engineering for its U.S. operations are primarily located at its headquarters in Redwood City, California. The company's

Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, and Chief Product Officer are all based at the company's headquarters in Redwood City, California. Decisions related to Box's overall business are largely made in Redwood City, including the most significant sales, marketing, pricing, finance, and engineering decisions related to Box's U.S. products and services. None of the most significant sales, marketing, pricing, finance, or engineering decisions related to Box's U.S. products and services are made in Box's Austin, Texas office.

5. Box employs approximately nearly 700 people full-time at its Redwood City, California headquarters, including engineers, product managers, executives, and staff.

6. I am informed that Box Drive and Box Sync and Box Zones (together the "Accused Box Products") are at issue in this case. The Accused Box Products were primarily designed and developed by Box at various locations in the San Francisco Bay Area. Technical, marketing, and sales functions related to the Accused Box Products are ultimately managed out of Box's San Francisco Bay Area offices, including its Redwood City headquarters.

7. The Box employees most knowledgeable regarding design, development, function operation, marketing, and sale of the Accused Box Products all work and reside in the San Francisco Bay Area. Additional knowledgeable employees are located in Boston, Colorado, New York, Seattle, or outside of the United States (in Poland). No employees involved in the design, development, function operation, marketing, and sale of the Accused Box Products work or reside in Austin.

8. In addition to myself, the following employees, who are based in Redwood City in the Northern District of California, have knowledge relating to the design, development, function, operation, marketing, and sale of the Accused Box Products, and they are likely to be witnesses in this case.

9. Tamar Bercovici is a Vice President of Engineering at Box. Ms. Bercovici leads engineering efforts relating to the Accused Box Products and is knowledgeable about the design, development, testing, and operation of the Accused Box Products. Ms. Bercovici, and nearly 350 other members of the engineering team, work at Box's Redwood City, California headquarters.

10. Eli Berkovitch is the Chief Accounting Officer at Box. Mr. Berkovitch leads the accounting team and is knowledgeable about the sales, costs, revenues, profits, and other financial information relating to the Accused Box Products. Mr. Berkovitch works at Box's Redwood City, California headquarters.

11. As stated above, I am the Vice President, Brand and Communications at Box. I manage Box's brand, marketing communications, and public relations organization and am knowledgeable about the marketing, pricing, and sale of the Accused Box Products. I work at Box's Redwood City, California headquarters.

12. Box's technical documentation, computer source code, sales, marketing, financial and other business information, including all documentation related to the Accused Box Products and all documentation generated in Box's Austin office, are located in Box's datacenters or on third-party servers managed from Box's Redwood City headquarters. Box's primary datacenters are located in Santa Clara, California. Box has additional datacenters located in Las Vegas and McCarran, Nevada. The master copies of the Accused Box Products are managed from Box's Redwood City headquarters and stored with a third-party cloud hosting service. Box's documentation about its products and services are maintained and created by Box's employees working on those products and services.

13. Roughly 200 Box employees work in Box's Austin, Texas office. The employees in Austin focus primarily on sales, customer support, and security. All functions of the Austin office are managed out of Box's headquarters in Redwood City, California.

14. The Box technical lead responsible for managing and overseeing the initial development of Box Sync was Satish Asok. The prior product manager for Box Sync was Griffin Dorman. The former VP Engineering who led and scaled engineering efforts for Box Sync was Arnold Goldberg. The former engineering manager for Box Sync was Matthew Self, VP of Product Engineering, who was knowledgeable about its design, development, testing, and operation. Neither Mr. Asok, Mr. Dorman, Mr. Goldberg, nor Mr. Self is a current employee of Box. Jeremy Chiu, who is a Software Engineering Manager at Box is likely to be a witness in this case with respect to Box Sync. Mr. Chiu resides in the Northern District of California and is based in Box's Redwood City headquarters.

15. Box Drive is based on a combination of technology from Box Sync and technical expertise acquired from a company called Stroom. Former Stroom employees were involved in the development of Box Drive when they joined Box. These individuals include Ritik Malhotra, Tanooj Luthra, Sarat Tallamraju, and Neal Wu. None of these individuals are current employees of Box. Mr. Chiu also worked on the development of Box Drive and is likely to be a witness in this case with respect to Box Drive.

16. Box Zones allows customers to choose the geographic region where files are stored for Box Drive and Sync. Nathan Trueblood is a Vice President, Product Management and is likely to be a witness in this case with respect to Box Zones. Mr. Trueblood resides in the Northern District of California and is based in Box's Redwood City headquarters.

17. Box develops and offers the Accused Box Products to its customers and partners, such as SailPoint and Vistra, which do not have any involvement in the development or design of the Accused Box Products. SailPoint and Vistra also do not have any unique technical documents pertaining to the function operation, architecture, software, or hardware of the Accused Box Products. Technical documentation and software for the Accused Box Products is hosted by Box, as explained above, and documents in SailPoint and Vistra's possession are likely duplicative of those possessed by Box.

I declare under penalty of perjury, under the laws of the United States, that the aforementioned is true and correct to the best of my knowledge.

Jul 21, 2022

Executed this ___ day of July, 2022 in Redwood City, California.



Denis Roy